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June 13, 2001

**CONFIDENTIAL SETTLEMENT DISCUSSIONS
PROTECTED FROM DISCLOSURE
PURSUANT TO FRE 408**

VIA FACSIMILE & FIRST-CLASS MAIL

Jocelyn T. de Grandpre 6/15/01
Corporate Counsel
Agere Systems
2 Oak Way, Room 5SC20
Berkeley Heights, NJ 07922-2725

Re: Boarhead Farms NPL Site

Dear Jocelyn:

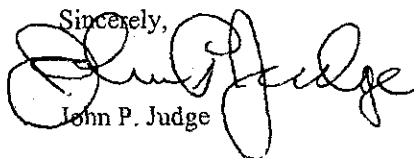
On behalf of Cytec Industries, Inc., Ford Motor Company, Inc., SPS Technologies, Inc., and TI Group Automotive Systems, Inc., ("OU-2 Parties"), I am writing in response to your letter dated May 31, 2001.

The OU-2 Parties accept the terms of your counterproposal. We will be in contact with you shortly to effectuate the resolution thereof.

The OU-2 Group intends to initiate litigation against non-participating parties during the second week of July 2001. We will circulate a draft complaint to the group shortly.

I look forward to working with you on these matters.

Sincerely,



John P. Judge

JPJ:da

cc: David W. Payne, Esquire
Kathy J. Hofer, Esquire
Sally Ackerman King, Esquire

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